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Carmen A. Accordino, Esq.
2103 Coral Way, Suite 201
Miami, FL 33145

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 26, 2001

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


Re: Articles of Incorporation of Veneza, Inc.

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*****78.75 *****78.75

Gentlemen:

Enclosed are duplicate executed copies of the Article of Incorporation of Veneza, Inc., together with our check in the amount of \$78.75 to cover the \$35.00 filing fee, \$35.00 for designation of registered agent, and \$8.75 for a certified copy of the Articles which you are requested to send to the undersigned.

Very Truly Yours,


Carmen A. Accordino

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VENEZA INVESTMENTS, INC.

The undersigned subscriber to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Veneza Investments, Inc.

ARTICLE II

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock to be designated as Common Stock. The maximum number of shares of Common Stock which the Corporation is authorized to have outstanding is 10,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote

on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Carmen A. Accordino. The street address of the registered agent and the initial registered office of the corporation in the State of Florida is 2103 Coral Way, Suite 201, Miami, Florida 33145.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by a board of directors, the number of which shall be set by the corporation's by laws, but shall never be less than one (1). The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Carmen A. Accordino	2103 Coral Way, Suite 201
	Miami, Florida 33145

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the corporation, or nay former officer or director of the corporation.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Organization this 25th day of July, 2001.

Incorporator:



Carmen A. Accordino

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
VENEZA INVESTMENTS, INC.

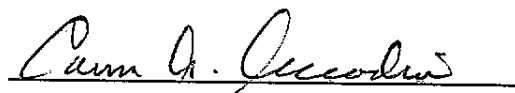
Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted in compliance with said Act:

That Veneza Investments, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Carmen A. Accordino, located at 2103 Coral Way, Suite 201, County of Miami, State of Florida, 33145, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 25th day of July, 2001



Carmen A. Accordino